

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

DELAWARE TRUST COMPANY, as TCEH  
First Lien Indenture Trustee,

Plaintiff,

-against-

WILMINGTON TRUST, N.A., as First Lien  
Collateral Agent and First Lien  
Administrative Agent,

Defendant.

Electronically Filed

Case No. 15-cv-02883 (PAE) (FM)

**DECLARATION OF ZOE E. SHEA**

Zoe E. Shea, pursuant to 28 U.S.C. § 1746, declares and states as follows:

1. I am an attorney admitted to practice before this Court and an associate at the law firm Cleary Gottlieb Steen & Hamilton LLP, counsel for J. Aron & Company (“J. Aron”).

2. I submit this declaration on behalf of J. Aron, proposed Defendant-Intervenor, in support of J. Aron, Morgan Stanley Capital Group Inc. (“MSCG”), and Titan Investment Holdings LP’s Joint Memorandum of Law in Support of Their Motion to Transfer and in Opposition to Plaintiff’s Motion for Remand, dated May 6, 2015.

3. Attached as Exhibit A to this declaration is a true and correct copy of Aurelius Capital Management, LP’s Limited Objection to the Mot. for Entry of Interim and Final Orders (A) Authorizing Use Of Cash Collateral, (B) Granting Adequate Protection, And (C) Modifying The Automatic Stay, In re Energy Future Holdings Corp., No. 14-10979 (CSS) (Bankr. D. Del. May 29, 2014), Doc. No. 632.

4. Attached as Exhibit B to this declaration is a true and correct copy of the Joint Plan of Reorganization of Energy Future Holdings Corp., In re Energy Future Holdings Corp., No. 14-10979 (CSS) (Bankr. D. Del. Apr. 14, 2015), Doc. No. 4142.

5. Attached as Exhibit C to this declaration is a true and correct copy of the Mot. of Energy Future Holdings Corp., et al., for Entry of a Scheduling Order, In re Energy Future Holdings Corp., No. 14-10979 (CSS) (Bankr. D. Del. Apr. 14, 2015), Doc. No. 4138.

6. Attached as Exhibit D to this declaration is a true and correct copy of the Notice of Filing of Amended Proposed Order Establishing a Confirmation Schedule and Appointing Mediator, In re Energy Future Holdings Corp., No. 14-10979 (CSS) (Bankr. D. Del. May 4, 2015), Doc. No. 4384.

7. Attached as Exhibit E to this declaration is a true and correct copy of the transcript from the hearing held on May 4, 2015 before Judge Sontchi in the Bankruptcy Court proceeding, In re Energy Future Holdings Corp., No. 14-10979 (CSS) (Bankr. D. Del.).

8. Attached as Exhibit F to this declaration is a true and correct copy of the Complaint filed in Del. Trust Company v. Computershare Trust Company, N.A. (In re Energy Future Holdings Corp.), Adv. Proc. No. 14-50410 (CSS) (Bankr. D. Del. Mar. 31, 2015), Doc. No. 47.

9. Attached as Exhibit G to this declaration is a true and correct copy of the Final Order (A) Approving Postpetition Financing for TCEH Co. LLC and Certain of Its Debtor Affiliates, (B) Granting Liens and Providing Superpriority Administrative Expense Claims, and (C) Modifying the Automatic Stay, In re Energy Future Holdings Corp., No. 14-10979 (CSS) (June 6, 2014), Doc. 856.

10. Attached as Exhibit H to this declaration is a true and correct copy of statistics received on April 30, 2015 from the Principal Court Analyst at the New York State Supreme (Civil) Court regarding cases disposed in the Commercial Division in 2014.

11. Attached as Exhibit I to this declaration is a true and correct copy of the transcript from the hearing held on October 1, 2013 before Judge Kaplan in Syncora Guarantee Inc. v. UBS AG, 13-cv-05335 (LAK) (S.D.N.Y.).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 6, 2015 in New York, New York.

s/ Zoe E. Shea  
Zoe E. Shea